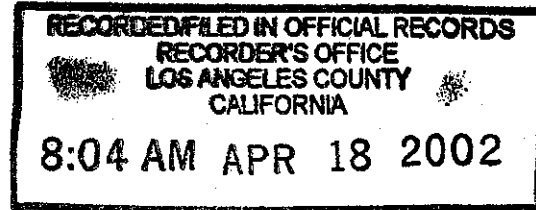


1702



LEAD SHEET

02-0906115



SPACE ABOVE THIS LINE FOR RECORDERS USE

TITLE(S)

FEE

D.T.T.

FEE \$ 46 BB

14

CODE

20

DA. FEE Code 20

\$ 2.00

CODE

19

CODE

9

Assessor's Identification Number (AIN)

To Be Completed By Examiner OR Title Company In Black Ink

Number of Parcels Shown

c: Roger Baker, Planning

THIS FORM IS NOT TO BE DUPLICATED

RECORDING REQUESTED BY
AND WHEN RECORDED
MAIL TO

City Clerk
City of Burbank
P.O. Box 6459
Burbank CA 91510

Space Above This Line for Recorder's Use

MEMORANDUM OF SECOND MINOR AMENDMENT TO THE DEVELOPMENT
AGREEMENT
BY AND BETWEEN THE CITY OF BURBANK AND
ZELMAN RETAIL PARTNERS, INC.

THIS MEMORANDUM OF THE SECOND MINOR AMENDMENT to the Development Agreement for Planned Development No. 97-3 (the "Second Minor Amendment") entered into this 19 day of MARCH, 2002, by and between the City of Burbank, a Charter City and a municipal corporation (hereinafter referred to as the "City") and ZELMAN RETAIL PARTNERS, INC., a California corporation (the "Developer") with reference to the following:

A. City and Developer entered into a Development Agreement in conjunction with Planned Development No. 97-3 on the 21st day of September 2000 which became effective on October 17, 2000, relating to the development of the "Burbank Empire Center." The Development Agreement involves property more specifically described in Exhibit "A", attached hereto and incorporated herein by this reference. The Burbank Empire Center is comprised of several subareas as defined in the Development Agreement.

B. The Development Agreement in Section 5.01 specifically authorizes the City's Community Development Director to execute a minor amendment to the Development Agreement when the Director finds that the amendment is both minor and consistent with the Project Approvals, as that term is defined in the Development Agreement.

C. Developer and City desire to enter into this second minor amendment as to Subarea C only, to clarify that one outdoor food cart in a fixed location is a permitted use but only in the location adjacent to the space presently leased by Lowes and located under Lowe's roofline (as described more specifically on the attached site plan, attached and incorporated herein as Exhibit "B"). The square footage attributable to this permitted use shall be added to Lowes gross square

footage. The new use set forth herein is found to be minor and consistent with the Project Approvals, for the reasons set forth herein.

D. The use list attached to the Conditions of Approval in the Development Agreement states that within Subarea C, "Retail" permitted uses include a restaurant. Lowes could have incorporated a restaurant type service within its business, but instead requested to have a vendors cart directly outside its exit (and in an alcove designed into the building) and in a fixed location under its roofline, and in no other location. The additional square footage attributable to this vendors cart, shall be added onto Lowes square footage, and treated as an incidental use of Lowes. Should Lowes (or its assigns or successors) terminate its agreement with the vendor, then no other vendor may use the location unless the new vendors use and cart is approved by the Community Development Director. This approval is necessary to be certain that any future food uses from a vendors cart remain an incidental use of Lowes (or its assigns or successors) and not an independent use. In order to find that this outdoor use is a minor amendment pursuant to Section 5.01 (a) certain conditions provided hereafter are imposed.

NOW, THEREFORE, in consideration of the mutual promises, covenants and conditions contained herein, the parties hereto agree as follows:

1. One food cart may operate directly adjacent to Lowes' exit (and in an alcove designed into the building) and under the Lowe's roofline as an accessory and incidental use to the retail space presently occupied by Lowes (the retail space shall hereafter referred to as "Lowes"). This food cart shall be considered to be a "peddler" as defined by Burbank Municipal Code Section 8-1101 et seq. but this use shall be required to remain at a fixed location during operations given that it is considered to be an incidental use of Lowes. Given that requirement of this Second Minor Amendment, Burbank Municipal Code Section 8-1111 does not apply to this peddler. All other peddler requirements not inconsistent with this Second Minor Amendment shall apply. When not in operation, the food cart shall be removed from the site.

2. In order to assure that this Second Minor Amendment is consistent with the Development Agreement and minor, the following conditions are being required:

a. The food cart (other than Woody's Hot Dogs) and its location must be specifically approved by the Community Development Director to assure that it remains an incidental use of Lowes, and not a separate independent business. The food cart shall be close to Lowes in an approved fixed location at all times of operation. A site plan of the approved location of the food cart is attached hereto as Exhibit "B".

b. No tables or chairs shall be allowed at the food cart.

c. The food cart can only operate if the Lowes is operating.

d. The food cart vendor shall be associated, employed by, or otherwise compensated by Lowes.

3. The terms and provisions of this Minor Amendment shall control and govern the rights, duties, and obligations of the parties. Except as modified and amended herein, the Development Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, this Minor Amendment to the Development Agreement has been executed by the parties as of the 19 day of MARCH, 2002.

"CITY"

CITY OF BURBANK, a charter city
and a municipal corporation

By: Susan M. Georgino
Susan Georgino, Community
Development Director

"DEVELOPER"

ZELMAN RETAIL PARTNERS, a
California corporation

By: Ben P. Riley
PRESIDENT

ATTEST:

Margarita Campos
Margarita Campos, City Clerk



[Signature of Parties must be notarized as required by the
County Recorder's Office. Please attach appropriate
acknowledgements.]

APPROVED AS TO FORM FOR CITY
Dennis A. Barlow, City Attorney

Michael J. Garcia For
By: Mary F. Riley, Sr. Asst. City Attorney

ALL-PURPOSE ACKNOWLEDGEMENT

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State of California

County of Los Angeles

SS.

On March 18, 2002

(DATE)

before me,

Molly Blumberg

(NOTARY)

personally appeared

Bernard Albert Reiling

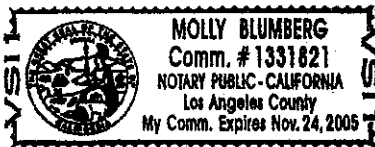
(SIGNER(S))

☐ personally known to me

- OR -

☒

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Molly Blumberg
(NOTARY'S SIGNATURE)

OPTIONAL INFORMATION

The information below is not required by law. However, it could prevent fraudulent attachment of this acknowledgement to an unauthorized document.

CAPACITY CLAIMED BY SIGNER (PRINCIPAL)

- ☐ INDIVIDUAL
☒ CORPORATE OFFICER

President

TITLE(S)

- ☐ PARTNER(S)
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

Memorandum of Second
Minor Amendment to Development
Agreement

TITLE OR TYPE OF DOCUMENT

3

NUMBER OF PAGES

DATE OF DOCUMENT

OTHER

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

RIGHT THUMBPRINT
OF
SIGNER



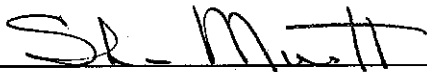
ACKNOWLEDGMENT

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State of California }
County of Los Angeles } ss.

On *March 19, 2002*, before me, Sharon Marotta, Notary Public, personally appeared *Susan M. Georgino*, personally known to me, proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.


Sharon Marotta



Description of Attached Document

Title or Type of Document: *Memorandum of Second Minor Amendment to the Development Agreement By and Between the City of Burbank and Zelman Retail Partners, Inc.*

Date: *March 19, 2002*

Number of Pages: *Three*

Signer(s) Other than Named Above: *Bernard Albert Reiling, President*

Capacity(ies) Claimed by Signer

Signer's Name: *Susan M. Georgino*

- ☐ Individual
- ☐ Corporate Officer—Title: _____
- ☐ Partner—☐ Limited ☐ General
- ☐ Attorney in Fact ☐ Trustee
- ☐ Guardian or Conservator
- ☒ Other: *Community Development Director*

Signer is Representing: *City of Burbank*

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PARCEL 1:

LOTS 1 TO 7 INCLUSIVE OF TRACT NO. 8729, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 109 PAGES 12 AND 13 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

ALSO COAST ROAD FROM UNIVERSITY AVENUE TO ITS TERMINUS WESTERLY LYING WITHIN SAID TRACT 8729, VACATED SEPTEMBER 20, 1940 BY RESOLUTION NO. 1818, AND UNIVERSITY AVENUE FROM VICTORY PLACE TO SOUTHERN PACIFIC RAILROAD COMPANY'S COAST LINE LYING WITHIN SAID TRACT 8729, VACATED APRIL 29, 1926 BY RESOLUTION NO. 795, AND SEPTEMBER 24, 1940 BY RESOLUTION NO. 1818, CITY OF BURBANK.

ALSO THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 11, TOWNSHIP 1 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, INCLUDED WITHIN THAT CERTAIN 17 FOOT RIGHT OF WAY SHOWN ON THE MAP OF SAID TRACT 8729, AND DESCRIBED IN DEED TO THE SOUTHERN PACIFIC RAILROAD COMPANY, RECORDED IN BOOK 2296 PAGE 359 OF OFFICIAL RECORDS OF SAID COUNTY.

EXCEPT THEREFROM THOSE PORTIONS OF LOTS 1, 2 AND 3 OF SAID TRACT NO. 8729, DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST EASTERLY CORNER OF SAID LOT 1; THENCE NORTH 51 DEGREES 26 MINUTES 17 SECONDS WEST ALONG THE NORTHEASTERLY LINE THEREOF, 14.00 FEET; THENCE AT RIGHT ANGLES THERETO, SOUTH 38 DEGREES 33 MINUTES 43 SECONDS WEST 163.50 FEET; THENCE SOUTH 51 DEGREES 26 MINUTES 17 SECONDS EAST 29.50 FEET; THENCE SOUTH 38 DEGREES 33 MINUTES 43 SECONDS WEST 26.00 FEET; THENCE SOUTH 51 DEGREES 26 MINUTES 17 SECONDS EAST 409 FEET; THENCE NORTH 38 DEGREES 51 MINUTES 34 SECONDS EAST 182.48 FEET TO A POINT IN THE NORTHWESTERLY LINE OF LOT 3 OF SAID TRACT, SAID NORTHEASTERLY LINE ALSO BEING THE NORTHWESTERLY LINE OF VICTORY PLACE, FORMERLY BURBANK DRIVE (70.00 FEET WIDE), AS SHOWN ON MAP OF SAID TRACT; THENCE NORTHWESTERLY ALONG THE NORTHEASTERLY LINE OF LOTS 3 AND 2 OF SAID TRACT, 485.68 FEET TO THE POINT OF BEGINNING.

ALSO EXCEPT THAT PORTION OF LOT 7 OF SAID TRACT NO. 8729, LYING NORTHEASTERLY OF THE NORTHEASTERLY LINE OF VICTORY PLACE, FORMERLY SAN FERNANDO PLACE, AS DESCRIBED IN THE DEEDS TO THE CITY OF BURBANK, RECORDED IN BOOK 5168 PAGE 348 AND IN BOOK 10576 PAGE 329 OF OFFICIAL RECORDS OF SAID COUNTY, TOGETHER WITH THAT PORTION OF VICTORY PLACE VACATED JANUARY 14, 1926, BY RESOLUTION NO. 743, CITY OF BURBANK.

PARCEL 2:

THAT PORTION OF THE NORTHEAST QUARTER OF SECTION 10, IN TOWNSHIP 1 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, SOUTH 89 DEGREES 44 MINUTES 59 SECONDS EAST 493.85 FEET FROM THE NORTHWEST CORNER THEREOF, SAID POINT BEING THE NORTHEAST CORNER OF LAND CONVEYED TO THOMAS CALLOWAY, ET UX., BY DEED RECORDED IN BOOK 1057 PAGE 143, OFFICIAL RECORDS OF

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SAID COUNTY AND FURTHER, THE POINT IN SAID NORTH LINE INTERSECTED BY THE NORTHERLY PROLONGATION OF THE EASTERLY LINE OF TRACT NO. 11702, AS PER MAP RECORDED IN BOOK 249 PAGE 35 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE SOUTH 0 DEGREES 06 MINUTES 22 SECONDS WEST TO AND ALONG THE EASTERLY LINE OF SAID TRACT NO. 11702, 936.13 FEET TO THE NORTHEASTERLY LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY'S 100 FOOT RIGHT-OF-WAY (COAST LINE); THENCE SOUTH 77 DEGREES 24 MINUTES 08 SECONDS EAST ALONG SAID RIGHT-OF-WAY LINE TO ITS INTERSECTION WITH THE EASTERLY LINE OF SAID SECTION 10; THENCE NORTH 0 DEGREES 12 MINUTES 13 SECONDS EAST ALONG SAID EAST LINE, 976.53 FEET TO ITS INTERSECTION WITH THE CENTER LINE OF VICTORY PLACE (70.00 FEET WIDE), SAID POINT BEING 35.00 FEET SOUTHWESTERLY AT RIGHT ANGLES FROM THE SOUTHWESTERLY LINE OF SOUTHERN PACIFIC RAILROAD COMPANY'S 100 FOOT RIGHT-OF-WAY (VALLEY ROUTE); THENCE NORTH 51 DEGREES 25 MINUTES 17 SECONDS WEST ALONG SAID CENTER LINE, 1015.48 FEET TO ITS INTERSECTION WITH THE NORTHERLY LINE OF SAID NORTHEAST QUARTER OF SECTION 10; THENCE NORTH 89 DEGREES 44 MINUTES 59 SECONDS WEST ALONG SAID NORTHERLY SECTION LINE 1586.01 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM THOSE PORTIONS INCLUDED WITHIN THE BOUNDS OF EMPIRE AVENUE AND VICTORY PLACE, AS SAME ARE NOW ESTABLISHED.

PARCEL 3:

ALL OF TRACT NO. 11702, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 249 PAGE 35 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

ALSO THE SOUTHERLY 10 FEET OF EMPIRE AVENUE, VACATED, ADJOINING SAID TRACT.

PARCEL 4:

THOSE PORTIONS OF LOTS 1, 2 AND 3 OF TRACT NO. 8729, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 109 PAGES 12 AND 13 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST EASTERLY CORNER OF SAID LOT 1; THENCE NORTH 51 DEGREES 26 MINUTES 17 SECONDS WEST ALONG THE NORTHEASTERLY LINE THEREOF, 14.00 FEET; THENCE AT RIGHT ANGLES THERETO, SOUTH 38 DEGREES 33 MINUTES 43 SECONDS WEST 163.50 FEET; THENCE SOUTH 51 DEGREES 26 MINUTES 17 SECONDS EAST 29.50 FEET; THENCE SOUTH 38 DEGREES 33 MINUTES 43 SECONDS WEST 26.00 FEET; THENCE SOUTH 51 DEGREES 26 MINUTES 17 SECONDS EAST 469 FEET; THENCE NORTH 38 DEGREES 51 MINUTES 34 SECONDS EAST 182.48 FEET TO A POINT IN THE NORTHEASTERLY LINE OF LOT 3 OF SAID TRACT, SAID NORTHEASTERLY LINE ALONG BEING THE SOUTHWESTERLY LINE OF VICTORY PLACE, FORMERLY BURBANK DRIVE (70.00 FEET WIDE), AS SHOWN ON MAP OF SAID TRACT; THENCE NORTHWESTERLY ALONG THE NORTHEASTERLY LINE OF LOTS 3 AND 2 OF SAID TRACT, 485.65 FEET TO THE POINT OF BEGINNING.

PARCEL 5:

THAT PORTION OF LOT 26, TRACT NO. 5402, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 58 PAGE 35 OF MAPS, IN

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THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, WHICH LIES WITHIN THE FOLLOWING DESCRIBED BOUNDARIES:

BEGINNING AT THE INTERSECTION OF THE SOUTHERLY LINE OF EMPIRE AVENUE, 30 FEET WIDE, AND ITS EASTERLY PROLONGATION WITH THE CENTER LINE OF VICTORY PLACE, 50 FEET WIDE (FORMERLY SAN FERNANDO BOULEVARD), AS SHOWN ON SAID MAP OF TRACT NO. 5402; THENCE NORTH 89 DEGREES 24 MINUTES 38 SECONDS WEST ALONG SAID SOUTHERLY LINE, 335.42 FEET TO ITS INTERSECTION WITH A RADIAL LINE WHICH BEARS NORTH 0 DEGREES 35 MINUTES 22 SECONDS EAST FROM THE BEGINNING OF A CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 290.00 FEET; THENCE SOUTH 0 DEGREES 35 MINUTES 22 SECONDS WEST ALONG SAID RADIAL LINE 25.00 FEET TO THE SOUTHERLY LINE OF EMPIRE AVENUE, AS CONVEYED TO THE CITY OF BURBANK FOR STREET PURPOSES, BY DEED RECORDED AS DOCUMENT NO. 1067, ON JANUARY 2, 1941 IN BOOK 18100 PAGE 121 OF OFFICIAL RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, AND THE BEGINNING OF SAID CURVE, SAID POINT ALSO BEING THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE EASTERLY AND NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, A DISTANCE OF 197.19 FEET TO THE BEGINNING OF A REVERSE CURVE, HAVING A RADIUS OF 27.00 FEET, A RADIAL LINE TO SAID POINT BEARS NORTH 38 DEGREES 20 MINUTES 34 SECONDS WEST; THENCE NORTHEASTERLY, EASTERLY AND SOUTHEASTERLY, ALONG SAID REVERSE CURVE, AN ARC DISTANCE OF 36.40 FEET; THENCE TANGENT TO SAID REVERSE CURVE SOUTH 51 DEGREES 06 MINUTES 00 SECONDS EAST ALONG A LINE PARALLEL WITH THE CENTER LINE OF SAID VICTORY PLACE, TO THE SOUTHERLY LINE OF EMPIRE AVENUE, AS DESCRIBED IN THE SAID DEED TO THE CITY OF BURBANK RECORDED AS DOCUMENT NO. 1067; THENCE WESTERLY, ALONG SAID SOUTHERLY LINE, TO THE TRUE POINT OF BEGINNING.

PARCEL 6:

THAT PORTION OF EMPIRE AVENUE, 30 FEET WIDE, AS SHOWN ON THE MAP OF TRACT NO. 5402, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 58 PAGE 35 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, WHICH LIES WITHIN THE FOLLOWING DESCRIBED BOUNDARIES:

BEGINNING AT THE INTERSECTION OF THE SOUTHERLY LINE OF EMPIRE AVENUE, 30 FEET WIDE, AND ITS EASTERLY PROLONGATION WITH THE CENTER LINE OF VICTORY PLACE, 50 FEET WIDE (FORMERLY SAN FERNANDO BOULEVARD), AS SHOWN ON SAID MAP OF TRACT NO. 5402; THENCE NORTH 89 DEGREES 24 MINUTES 38 SECONDS WEST ALONG SAID SOUTHERLY LINE, 335.42 FEET TO ITS INTERSECTION WITH A RADIAL LINE WHICH BEARS NORTH 0 DEGREES 35 MINUTES 22 SECONDS EAST FROM THE BEGINNING OF A CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 290.00 FEET; THENCE SOUTH 0 DEGREES 35 MINUTES 22 SECONDS WEST ALONG SAID RADIAL LINE 25.00 FEET TO THE SOUTHERLY LINE OF EMPIRE AVENUE, AS CONVEYED TO THE CITY OF BURBANK FOR STREET PURPOSES, BY DEED RECORDED AS DOCUMENT NO. 1067, ON JANUARY 2, 1941 IN BOOK 18100 PAGE 121 OF OFFICIAL RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, AND THE BEGINNING OF SAID CURVE, SAID POINT ALSO BEING THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE EASTERLY AND NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, A DISTANCE OF 197.19 FEET TO THE BEGINNING OF A REVERSE CURVE, HAVING A RADIUS OF 27.00 FEET, A RADIAL LINE TO SAID POINT BEARS NORTH 38 DEGREES 20 MINUTES 34 SECONDS WEST; THENCE NORTHEASTERLY, EASTERLY AND SOUTHEASTERLY, ALONG SAID REVERSE CURVE, AN ARC DISTANCE OF 36.40 FEET; THENCE TANGENT TO SAID REVERSE CURVE SOUTH 51 DEGREES 06 MINUTES 00 SECONDS EAST ALONG A LINE PARALLEL WITH THE CENTER LINE OF SAID VICTORY PLACE, TO THE SOUTHERLY LINE OF EMPIRE AVENUE, AS

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DESCRIBED IN THE SAID DEED TO THE CITY OF BURBANK RECORDED AS DOCUMENT NO. 1067; THENCE WESTERLY, ALONG SAID SOUTHERLY LINE, TO THE TRUE POINT OF BEGINNING.

PARCEL 7:

LOT 1 OF TRACT 10291, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 254 PAGE 19 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 8:

THAT PORTION OF THE SOUTH HALF OF THE NORTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 10, TOWNSHIP 1 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, ACCORDING TO THE OFFICIAL MAP THEREOF, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, LYING NORTH OF THE 100 FOOT STRIP OF LAND GRANTED TO SOUTHERN PACIFIC RAILROAD COMPANY BY ROBERT R. MC KINEY AND LEONA D. MC KINNEY, HIS WIFE, BY DEED DATED MARCH 15, 1902, RECORDED MARCH 17, 1902, IN BOOK 1563 PAGE 40 DEEDS, BEING THE LAND DESCRIBED IN A DEED DATED MARCH 15, 1902, FROM ROBERT R. MC KINNEY AND LEONA D. MC KINNEY, HIS WIFE, TO SOUTHERN PACIFIC COMPANY, RECORDED MARCH 17, 1902, IN BOOK 1551 PAGE 165 OF DEEDS.

EXCEPT THEREFROM THE EASTERLY 30 FEET THEREOF.

PARCEL 9:

THAT PORTION OF LINCOLN STREET, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON THE MAPS OF TRACT 10291 AND OF TRACT 11702, RECORDED RESPECTIVELY IN BOOK 254 PAGE 19 AND BOOK 249 PAGE 35 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, VACATED BY RESOLUTION NO. 15,256 OF SAID CITY, A CERTIFIED COPY OF WHICH WAS RECORDED ON JULY 3, 1969 AS INSTRUMENT NO. 2754 IN BOOK D-4425 PAGE 726, OFFICIAL RECORDS OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID TRACT NO. 11702; THENCE SOUTHERLY ALONG THE WESTERLY LINE OF SAID TRACT NO. 11702, TO THE NORTHERLY LINE OF THE SOUTHERN PACIFIC RAILROAD RIGHT-OF-WAY (100 FEET WIDE), AS SHOWN ON SAID MAP OF TRACT 11702, AND BEING ALSO THE NORTHERLY LINE OF THE SOUTHERN PACIFIC RAILROAD COAST LINES RIGHT-OF-WAY (100 FEET WIDE) AS SHOWN ON SAID MAP OF TRACT 10291; THENCE WESTERLY ALONG SAID NORTHERLY LINE TO THE WESTERLY LINE OF THAT PORTION OF LINCOLN STREET SHOWN AS 70 FEET WIDE ON SAID MAPS; THENCE NORTHERLY ALONG SAID WESTERLY LINE TO THE EASTERLY PROLONGATION OF THE SOUTHERLY LINE OF SAID TRACT NO. 10291; THENCE WESTERLY ALONG SAID PROLONGATION TO THE SOUTHEASTERLY CORNER OF SAID TRACT NO. 10291; THENCE NORTHERLY ALONG THE EASTERLY LINE OF SAID TRACT NO. 10291 TO THE WESTERLY PROLONGATION OF THE NORTHERLY LINE OF SAID TRACT NO. 11702; THENCE EASTERLY ALONG SAID PROLONGATION TO THE POINT OF BEGINNING.

EXCEPT THAT PORTION OF SAID LAND THAT WOULD PASS WITH A LEGAL CONVEYANCE OF LOT 1, OF TRACT 11702, AS PER MAP RECORDED IN BOOK 249 PAGE 35 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

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PARCEL 1:

LOTS 1 TO 7 INCLUSIVE OF TRACT NO. 8729, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 109 PAGES 12 AND 13 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

ALSO COAST ROAD FROM UNIVERSITY AVENUE TO ITS TERMINUS WESTERLY LYING WITHIN SAID TRACT 8729, VACATED SEPTEMBER 20, 1940 BY RESOLUTION NO. 1818, AND UNIVERSITY AVENUE FROM VICTORY PLACE TO SOUTHERN PACIFIC RAILROAD COMPANY'S COAST LINE LYING WITHIN SAID TRACT 8729, VACATED APRIL 29, 1926 BY RESOLUTION NO. 795, AND SEPTEMBER 24, 1940 BY RESOLUTION NO. 1818, CITY OF BURBANK.

ALSO THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 11, TOWNSHIP 1 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, INCLUDED WITHIN THAT CERTAIN 17 FOOT RIGHT OF WAY SHOWN ON THE MAP OF SAID TRACT 8729, AND DESCRIBED IN DEED TO THE SOUTHERN PACIFIC RAILROAD COMPANY, RECORDED IN BOOK 2296 PAGE 359 OF OFFICIAL RECORDS OF SAID COUNTY.

EXCEPT THEREFROM THOSE PORTIONS OF LOTS 1, 2 AND 3 OF SAID TRACT NO. 8729, DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST EASTERLY CORNER OF SAID LOT 1; THENCE NORTH 51 DEGREES 26 MINUTES 17 SECONDS WEST ALONG THE NORTHEASTERLY LINE THEREOF, 14.00 FEET; THENCE AT RIGHT ANGLES THERETO, SOUTH 38 DEGREES 33 MINUTES 43 SECONDS WEST 163.50 FEET; THENCE SOUTH 51 DEGREES 26 MINUTES 17 SECONDS EAST 29.50 FEET; THENCE SOUTH 38 DEGREES 33 MINUTES 43 SECONDS WEST 26.00 FEET; THENCE SOUTH 51 DEGREES 26 MINUTES 17 SECONDS EAST 409 FEET; THENCE NORTH 38 DEGREES 51 MINUTES 34 SECONDS EAST 182.48 FEET TO A POINT IN THE NORTHWESTERLY LINE OF LOT 3 OF SAID TRACT, SAID NORTHEASTERLY LINE ALSO BEING THE NORTHWESTERLY LINE OF VICTORY PLACE, FORMERLY BURBANK DRIVE (70.00 FEET WIDE), AS SHOWN ON MAP OF SAID TRACT; THENCE NORTHWESTERLY ALONG THE NORTHEASTERLY LINE OF LOTS 3 AND 2 OF SAID TRACT, 485.68 FEET TO THE POINT OF BEGINNING.

ALSO EXCEPT THAT PORTION OF LOT 7 OF SAID TRACT NO. 8729, LYING NORTHEASTERLY OF THE NORTHEASTERLY LINE OF VICTORY PLACE, FORMERLY SAN FERNANDO PLACE, AS DESCRIBED IN THE DEEDS TO THE CITY OF BURBANK, RECORDED IN BOOK 5168 PAGE 348 AND IN BOOK 10576 PAGE 329 OF OFFICIAL RECORDS OF SAID COUNTY, TOGETHER WITH THAT PORTION OF VICTORY PLACE VACATED JANUARY 14, 1926, BY RESOLUTION NO. 743, CITY OF BURBANK.

PARCEL 2:

THAT PORTION OF THE NORTHEAST QUARTER OF SECTION 10, IN TOWNSHIP 1 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, SOUTH 89 DEGREES 44 MINUTES 59 SECONDS EAST 493.85 FEET FROM THE NORTHWEST CORNER THEREOF, SAID POINT BEING THE NORTHEAST CORNER OF LAND CONVEYED TO THOMAS CALLOWAY, ET UX., BY DEED RECORDED IN BOOK 1057 PAGE 143, OFFICIAL RECORDS OF

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SAID COUNTY AND FURTHER, THE POINT IN SAID NORTH LINE INTERSECTED BY THE NORTHERLY PROLONGATION OF THE EASTERLY LINE OF TRACT NO. 11702, AS PER MAP RECORDED IN BOOK 249 PAGE 35 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE SOUTH 0 DEGREES 06 MINUTES 22 SECONDS WEST TO AND ALONG THE EASTERLY LINE OF SAID TRACT NO. 11702, 936.13 FEET TO THE NORTHEASTERLY LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY'S 100 FOOT RIGHT-OF-WAY (COAST LINE); THENCE SOUTH 77 DEGREES 24 MINUTES 08 SECONDS EAST ALONG SAID RIGHT-OF-WAY LINE TO ITS INTERSECTION WITH THE EASTERLY LINE OF SAID SECTION 10; THENCE NORTH 0 DEGREES 12 MINUTES 13 SECONDS EAST ALONG SAID EAST LINE, 976.53 FEET TO ITS INTERSECTION WITH THE CENTER LINE OF VICTORY PLACE (70.00 FEET WIDE), SAID POINT BEING 35.00 FEET SOUTHWESTERLY AT RIGHT ANGLES FROM THE SOUTHWESTERLY LINE OF SOUTHERN PACIFIC RAILROAD COMPANY'S 100 FOOT RIGHT-OF-WAY (VALLEY ROUTE); THENCE NORTH 51 DEGREES 25 MINUTES 17 SECONDS WEST ALONG SAID CENTER LINE, 1015.48 FEET TO ITS INTERSECTION WITH THE NORTHERLY LINE OF SAID NORTHEAST QUARTER OF SECTION 10; THENCE NORTH 89 DEGREES 44 MINUTES 59 SECONDS WEST ALONG SAID NORTHERLY SECTION LINE 1586.01 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM THOSE PORTIONS INCLUDED WITHIN THE BOUNDS OF EMPIRE AVENUE AND VICTORY PLACE, AS SAME ARE NOW ESTABLISHED.

PARCEL 3:

ALL OF TRACT NO. 11702, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 249 PAGE 35 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

ALSO THE SOUTHERLY 10 FEET OF EMPIRE AVENUE, VACATED, ADJOINING SAID TRACT.

PARCEL 4:

THOSE PORTIONS OF LOTS 1, 2 AND 3 OF TRACT NO. 8729, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 109 PAGES 12 AND 13 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST EASTERLY CORNER OF SAID LOT 1; THENCE NORTH 51 DEGREES 26 MINUTES 17 SECONDS WEST ALONG THE NORTHEASTERLY LINE THEREOF, 14.00 FEET; THENCE AT RIGHT ANGLES THERETO, SOUTH 38 DEGREES 33 MINUTES 43 SECONDS WEST 163.50 FEET; THENCE SOUTH 51 DEGREES 26 MINUTES 17 SECONDS EAST 29.50 FEET; THENCE SOUTH 38 DEGREES 33 MINUTES 43 SECONDS WEST 26.00 FEET; THENCE SOUTH 51 DEGREES 26 MINUTES 17 SECONDS EAST 469 FEET; THENCE NORTH 38 DEGREES 51 MINUTES 34 SECONDS EAST 182.48 FEET TO A POINT IN THE NORTHEASTERLY LINE OF LOT 3 OF SAID TRACT, SAID NORTHEASTERLY LINE ALONG BEING THE SOUTHWESTERLY LINE OF VICTORY PLACE, FORMERLY BURBANK DRIVE (70.00 FEET WIDE), AS SHOWN ON MAP OF SAID TRACT; THENCE NORTHWESTERLY ALONG THE NORTHEASTERLY LINE OF LOTS 3 AND 2 OF SAID TRACT, 485.65 FEET TO THE POINT OF BEGINNING.

PARCEL 5:

THAT PORTION OF LOT 26, TRACT NO. 5402, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 58 PAGE 35 OF MAPS, IN

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THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, WHICH LIES WITHIN THE FOLLOWING DESCRIBED BOUNDARIES:

BEGINNING AT THE INTERSECTION OF THE SOUTHERLY LINE OF EMPIRE AVENUE, 30 FEET WIDE, AND ITS EASTERLY PROLONGATION WITH THE CENTER LINE OF VICTORY PLACE, 50 FEET WIDE (FORMERLY SAN FERNANDO BOULEVARD), AS SHOWN ON SAID MAP OF TRACT NO. 5402; THENCE NORTH 89 DEGREES 24 MINUTES 38 SECONDS WEST ALONG SAID SOUTHERLY LINE, 335.42 FEET TO ITS INTERSECTION WITH A RADIAL LINE WHICH BEARS NORTH 0 DEGREES 35 MINUTES 22 SECONDS EAST FROM THE BEGINNING OF A CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 290.00 FEET; THENCE SOUTH 0 DEGREES 35 MINUTES 22 SECONDS WEST ALONG SAID RADIAL LINE 25.00 FEET TO THE SOUTHERLY LINE OF EMPIRE AVENUE, AS CONVEYED TO THE CITY OF BURBANK FOR STREET PURPOSES, BY DEED RECORDED AS DOCUMENT NO. 1067, ON JANUARY 2, 1941 IN BOOK 18100 PAGE 121 OF OFFICIAL RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, AND THE BEGINNING OF SAID CURVE, SAID POINT ALSO BEING THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE EASTERLY AND NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, A DISTANCE OF 197.19 FEET TO THE BEGINNING OF A REVERSE CURVE, HAVING A RADIUS OF 27.00 FEET, A RADIAL LINE TO SAID POINT BEARS NORTH 38 DEGREES 20 MINUTES 34 SECONDS WEST; THENCE NORTHEASTERLY, EASTERLY AND SOUTHEASTERLY, ALONG SAID REVERSE CURVE, AN ARC DISTANCE OF 36.40 FEET; THENCE TANGENT TO SAID REVERSE CURVE SOUTH 51 DEGREES 06 MINUTES 00 SECONDS EAST ALONG A LINE PARALLEL WITH THE CENTER LINE OF SAID VICTORY PLACE, TO THE SOUTHERLY LINE OF EMPIRE AVENUE, AS DESCRIBED IN THE SAID DEED TO THE CITY OF BURBANK RECORDED AS DOCUMENT NO. 1067; THENCE WESTERLY, ALONG SAID SOUTHERLY LINE, TO THE TRUE POINT OF BEGINNING.

PARCEL 6:

THAT PORTION OF EMPIRE AVENUE, 30 FEET WIDE, AS SHOWN ON THE MAP OF TRACT NO. 5402, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 58 PAGE 35 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, WHICH LIES WITHIN THE FOLLOWING DESCRIBED BOUNDARIES:

BEGINNING AT THE INTERSECTION OF THE SOUTHERLY LINE OF EMPIRE AVENUE, 30 FEET WIDE, AND ITS EASTERLY PROLONGATION WITH THE CENTER LINE OF VICTORY PLACE, 50 FEET WIDE (FORMERLY SAN FERNANDO BOULEVARD), AS SHOWN ON SAID MAP OF TRACT NO. 5402; THENCE NORTH 89 DEGREES 24 MINUTES 38 SECONDS WEST ALONG SAID SOUTHERLY LINE, 335.42 FEET TO ITS INTERSECTION WITH A RADIAL LINE WHICH BEARS NORTH 0 DEGREES 35 MINUTES 22 SECONDS EAST FROM THE BEGINNING OF A CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 290.00 FEET; THENCE SOUTH 0 DEGREES 35 MINUTES 22 SECONDS WEST ALONG SAID RADIAL LINE 25.00 FEET TO THE SOUTHERLY LINE OF EMPIRE AVENUE, AS CONVEYED TO THE CITY OF BURBANK FOR STREET PURPOSES, BY DEED RECORDED AS DOCUMENT NO. 1067, ON JANUARY 2, 1941 IN BOOK 18100 PAGE 121 OF OFFICIAL RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, AND THE BEGINNING OF SAID CURVE, SAID POINT ALSO BEING THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE EASTERLY AND NORTHEASTERLY, ALONG THE ARC OF SAID CURVE, A DISTANCE OF 197.19 FEET TO THE BEGINNING OF A REVERSE CURVE, HAVING A RADIUS OF 27.00 FEET, A RADIAL LINE TO SAID POINT BEARS NORTH 38 DEGREES 20 MINUTES 34 SECONDS WEST; THENCE NORTHEASTERLY, EASTERLY AND SOUTHEASTERLY, ALONG SAID REVERSE CURVE, AN ARC DISTANCE OF 36.40 FEET; THENCE TANGENT TO SAID REVERSE CURVE SOUTH 51 DEGREES 06 MINUTES 00 SECONDS EAST ALONG A LINE PARALLEL WITH THE CENTER LINE OF SAID VICTORY PLACE, TO THE SOUTHERLY LINE OF EMPIRE AVENUE, AS

DESCRIBED IN THE SAID DEED TO THE CITY OF BURBANK RECORDED AS DOCUMENT NO. 1067; THENCE WESTERLY, ALONG SAID SOUTHERLY LINE, TO THE TRUE POINT OF BEGINNING.

PARCEL 7:

LOT 1 OF TRACT 10291, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 254 PAGE 19 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 8:

THAT PORTION OF THE SOUTH HALF OF THE NORTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 10, TOWNSHIP 1 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, ACCORDING TO THE OFFICIAL MAP THEREOF, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, LYING NORTH OF THE 100 FOOT STRIP OF LAND GRANTED TO SOUTHERN PACIFIC RAILROAD COMPANY BY ROBERT R. MC KINEY AND LEONA D. MC KINNEY, HIS WIFE, BY DEED DATED MARCH 15, 1902, RECORDED MARCH 17, 1902, IN BOOK 1563 PAGE 40 DEEDS, BEING THE LAND DESCRIBED IN A DEED DATED MARCH 15, 1902, FROM ROBERT R. MC KINNEY AND LEONA D. MC KINNEY, HIS WIFE, TO SOUTHERN PACIFIC COMPANY, RECORDED MARCH 17, 1902, IN BOOK 1551 PAGE 165 OF DEEDS.

EXCEPT THEREFROM THE EASTERLY 30 FEET THEREOF.

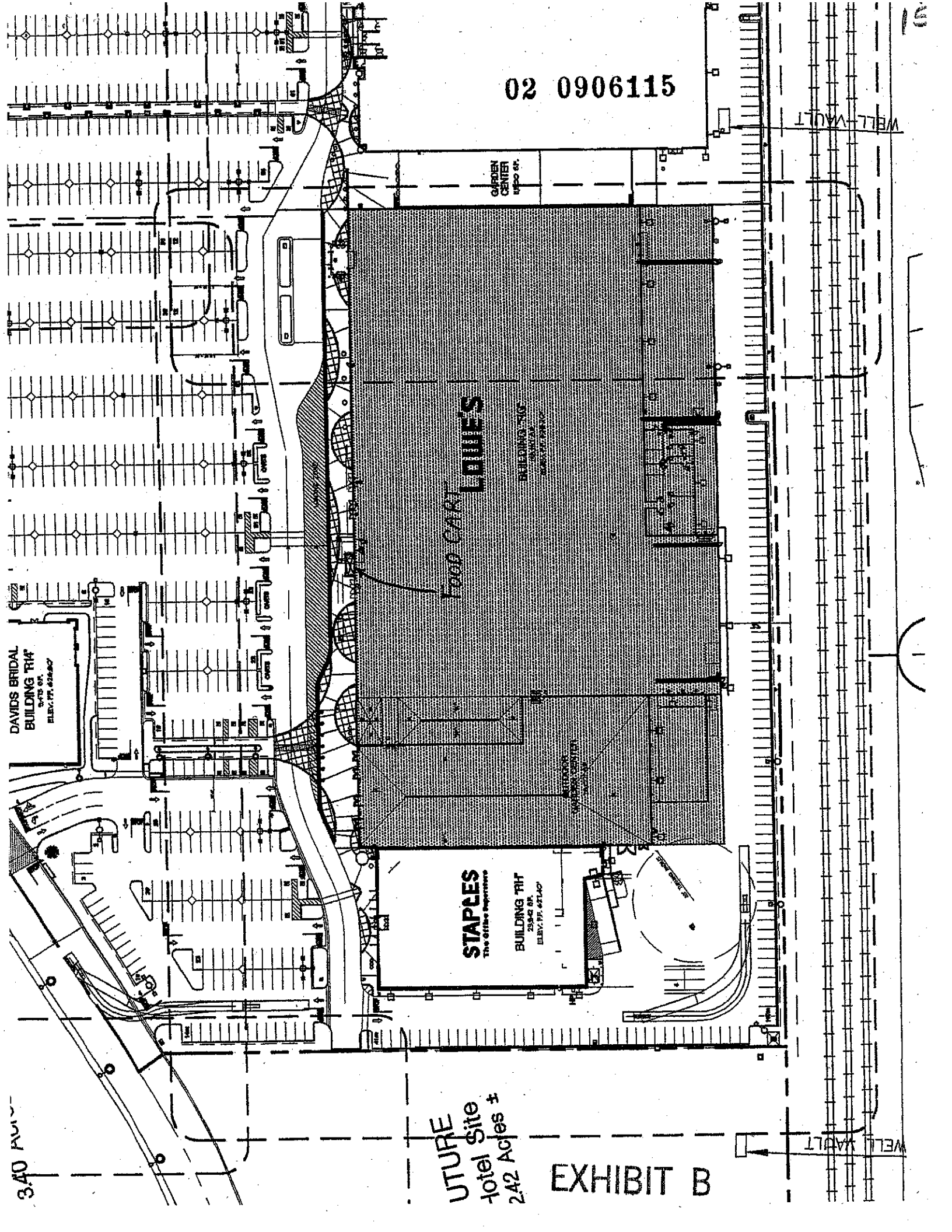
PARCEL 9:

THAT PORTION OF LINCOLN STREET, IN THE CITY OF BURBANK, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON THE MAPS OF TRACT 10291 AND OF TRACT 11702, RECORDED RESPECTIVELY IN BOOK 254 PAGE 19 AND BOOK 249 PAGE 35 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, VACATED BY RESOLUTION NO. 15,256 OF SAID CITY, A CERTIFIED COPY OF WHICH WAS RECORDED ON JULY 3, 1969 AS INSTRUMENT NO. 2754 IN BOOK D-4425 PAGE 726, OFFICIAL RECORDS OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID TRACT NO. 11702; THENCE SOUTHERLY ALONG THE WESTERLY LINE OF SAID TRACT NO. 11702, TO THE NORTHERLY LINE OF THE SOUTHERN PACIFIC RAILROAD RIGHT-OF-WAY (100 FEET WIDE), AS SHOWN ON SAID MAP OF TRACT 11702, AND BEING ALSO THE NORTHERLY LINE OF THE SOUTHERN PACIFIC RAILROAD COAST LINES RIGHT-OF-WAY (100 FEET WIDE) AS SHOWN ON SAID MAP OF TRACT 10291; THENCE WESTERLY ALONG SAID NORTHERLY LINE TO THE WESTERLY LINE OF THAT PORTION OF LINCOLN STREET SHOWN AS 70 FEET WIDE ON SAID MAPS; THENCE NORTHERLY ALONG SAID WESTERLY LINE TO THE EASTERLY PROLONGATION OF THE SOUTHERLY LINE OF SAID TRACT NO. 10291; THENCE WESTERLY ALONG SAID PROLONGATION TO THE SOUTHEASTERLY CORNER OF SAID TRACT NO. 10291; THENCE NORTHERLY ALONG THE EASTERLY LINE OF SAID TRACT NO. 10291 TO THE WESTERLY PROLONGATION OF THE NORTHERLY LINE OF SAID TRACT NO. 11702; THENCE EASTERLY ALONG SAID PROLONGATION TO THE POINT OF BEGINNING.

EXCEPT THAT PORTION OF SAID LAND THAT WOULD PASS WITH A LEGAL CONVEYANCE OF LOT 1, OF TRACT 11702, AS PER MAP RECORDED IN BOOK 249 PAGE 35 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

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UTURE
hotel site
242 Acres ±

EXHIBIT B

STAPLES
The Office Superstore

BUILDING 7H
25442 SF
ELEV. FT. 45140

FOOD COURT
LOWE'S

BUILDING 7H3
25442 SF
ELEV. FT. 45140

DAVIDS BRIDAL
BUILDING 7H4
25442 SF
ELEV. FT. 45140

DAVIDS BRIDAL
BUILDING 7H4
25442 SF
ELEV. FT. 45140

3.40 ACRES